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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**ORDER GRANTING FIRST INTERIM APPLICATION
OF BRYAN CAVE, LLP AS DEBTOR'S SPECIAL COUNSEL
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED PURSUANT TO 11 U.S.C. §§ 330 and 331**

UPON the first interim application (ECF No. 333, the "Application") filed on February 25, 2013 by Bryan Cave, LLP as special counsel for OTR Media Group Inc., the debtor and debtor-in-possession (the "Debtor"), seeking interim allowance of compensation for legal services rendered and the reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure, as supplemented by the Local Bankruptcy Rules; and upon the objection of the Office of the United States Trustee dated March 5, 2013 to the relief sought in the Application (ECF No. 343); and upon the complete record of the hearing held on March 12, 2013; and it appearing that proper and adequate notice of the Application has been given to all parties-in-interest and creditors and that no other or further notice is necessary; and good and sufficient cause appearing thereof, it is hereby

ORDERED that Bryan Cave, LLP is granted an allowance of interim fees in the amount of \$93,853.35, the amount that is 60% of the total fees sought in the Application, and reimbursement of expenses in the amount of \$1,190.11, the total amount of expenses sought in the Application, covering the period between July 1, 2012 and November 30, 2012; and it is further

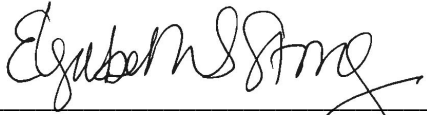
ORDERED that the Debtor is hereby authorized and directed to pay Bryan Cave, LLP the amount of \$93,853.35, the amount that is 60% of the total fees sought in the Application, and reimbursement of expenses in the amount of \$1,190.11, the total amount of expenses sought in the Application.

No Objection:

/s/William E. Curtin
United States Trustee

**Dated: Brooklyn, New York
March 15, 2013**




Elizabeth S. Stong
United States Bankruptcy Judge